

# EXHIBIT D



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June 2, 2020

**Via E-Mail**

Richard Limburg, Esq.  
Obermayer Rebmann Maxwell & Hippel LLP  
1500 Market Street, Suite 3400  
Philadelphia, PA 19102

Re: *Federal Trade Commission et al. v. Thomas Jefferson University et al.*, No. 2:20-cv-01113 (E.D. Pa.)

Dear Richard:

Thank you for speaking with us on Monday regarding the third-party subpoena served on Tandigm Health, LLC ("Tandigm") on April 24, 2020. As discussed, we are following up on that conversation and our earlier conversations on May 12 and May 21, 2020. In particular, we have identified below a set of proposed document custodians, as well as proposed search terms to utilize with certain of the requests to isolate responsive documents and communications.

**I. Custodians**

Based on our review of Tandigm's website, we have identified below an initial list of four proposed document custodians by position. Once we receive the organizational charts we discussed, we will provide a complete list of proposed custodians. We are open to a discussion regarding individual custodians, particularly to the extent that any of them are unlikely to have any responsive material, but we will need a sufficient number of custodians to ensure a complete production.

- President and Chief Executive Officer – Anthony Coletta; Frank Ingari
- Chief Operating Officer – Frank Ingari (Former); Patrick Adams (former); and other current
- Chief Medical Officer – Ken Goldblum, or other current
- Senior Vice President of High Value Networks – Pamela Eckardt, or other current

**II. Search Terms**

As discussed, we view the use of search terms as a means to isolate responsive documents for some of the requests and to make the collection process more productive and timely. From your comments during yesterday's meet and confer call, we understand that Tandigm is open to the use of search terms when conducting an electronic search for responsive documents.

Below is a list of proposed search strings, along with the general categories of information and the specifically-numbered requests to which the search strings relate. We are open to possible modifications to one or more of these proposed search strings, provided that they remain sufficiently robust to capture responsive documents.

<b>Proposed Search Terms</b>	<b>Category</b>	<b>Request No.</b>
(Jefferson OR TJU* OR Abington* OR Lansdale OR Aria OR JHNE OR JNE OR Frankford OR Magee) /20 (Einstein OR EHN OR AEHN OR EMCEP OR "Elkins Park" OR EMCM OR "East Norriton" OR "Einstein-Montgomery" OR "Broad Street" OR EMCP OR "Einstein-Philadelphia" OR Moss) AND (merg* OR acqui* OR transact* OR market OR effect* OR affect* OR oppos* OR problem* OR object* OR disadvantag* OR support* OR favor* OR benefi* OR advantag* OR FTC OR AG OR "Attorney General" OR Shapiro)	Jefferson/Einstein Merger	2
(compet* OR substitut* OR "market share*" OR "service area*" OR *advantage* OR qual*) AND ("Crozer*" OR "Doylestown*" OR "Grand View*" OR "GVH" OR Hahnemann OR "Holy Redeemer" OR "HRHS" OR "Main Line Health" OR "Bryn Mawr Hospital" OR "Lankenau" OR "Paoli" OR "Riddle" OR "Prime*" OR "Prime Suburban" OR "Suburban Hospital" OR "Suburban Community" OR "Mercy Suburban" OR "Roxborough" OR "Prospect" OR "Temple*" OR "TUH*" OR "Episcopal" OR "Jeanes" OR "Fox Chase" OR "FCCC" OR "Tower*" OR "Reading Health" OR "Phoenixville" OR "Pottstown" OR "Chestnut Hill Hospital" OR "Reading Hospital" OR "Trinity*" OR "Trinity MidAtlantic" OR "Mercy Health System" OR "Mercy Catholic Medical Center" OR "Mercy Philadelphia" OR "Nazareth" OR "St. Mary*" OR "University of Pennsylvania Health System" OR "UPHS" OR "Penn*" OR "Hospital of the University of Pennsylvania" OR "HUP" OR "Penn Presbyterian" OR "Presby*" OR "Pennsylvania Hospital" OR "Pennsy" OR "Penn Hospital" OR "The Pavilion")	Strengths / Weaknesses/ Attractiveness of General Acute Care Providers	4 (partial), 10
(Rehab* OR "inpatient" OR "general acute*") AND ("negotiat*" OR "network" OR "adequa*" OR "service area")	Network Formation / Strategy	4 (partial)
(expand! OR add! OR enahnc! OR terminat! OR reduc! OR end!) /20 ("general acute" OR inatient OR rehab* OR group)	Plans to Reduce / Expand	8, 9 (partial)

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Proposed Search Terms	Category	Request No.
(compet* OR substitut* OR "service area*" OR "market share*") /50 (Jefferson OR TJU* OR Abington* OR Lansdale OR Aria OR JHNE OR JNE OR Frankford OR Magee)	Competition with Jefferson	11
(compet* OR substitut* OR "service area*" OR "market share*") /50 (Einstein OR EHN OR AEHN OR EMCEP OR "Elkins Park" OR EMCM OR "East Norriton" OR "Einstein-Montgomery" OR "Broad Street" OR EMCP OR "Einstein-Philadelphia" OR Moss)	Competition with Einstein	11
(Einstein OR EHN OR AEHN OR "American Academic*" OR "AAHS" OR "Hahnemann" OR "HUH" OR "St. Chris*" OR "Philadelphia Academic Health Holdings" OR "Paladin" OR "Tenet" OR "Community Health*" OR "CHS" OR "St. Joseph*" OR "Mercy Philadelphia") AND ("payer mix" OR "payor mix" OR "exit" OR "bankruptcy" OR "compet*" OR "market share" OR "financial condition" OR "financ*" OR "merg*" OR "acquisition" OR "acquir*" OR "patient access")	Financial Condition	12
("value-based" OR "risk-sharing" OR "shared saving*" OR tier* OR incent* OR disinent* OR exclu*) /50 (physician* OR hospital)	Incentives / Disincentives	15 (partial), 16 (partial), 17
(physician* AND refer*) /20 (Jefferson OR TJU* OR Abington* OR Lansdale OR JHNE OR JNE OR Aria OR Frankford OR Magee)	Referrals Away from Jefferson	17

For several of the other requests, we believe that responsive documents may more readily be obtained through the discrete collection of communications and documents, rather than through the use of search terms. These include the following requests:

- 3 – Physicians and physician groups participating in Tandigm's network and their locations
- 4 – The strategy and formation of Tandigm's physician network
- 5 – Service areas and market shares
- 6 – Provider locations to which Tandigm's physicians/physician groups refer patients
- 7 – Physician referral patterns
- 8 – Business plans and Board presentations regarding Tandigm's plans to expand or reduce services
- 9 – Plans to add physicians or physician groups or to expand Tandigm's network in Philadelphia or Montgomery counties
- 13 – Commercial, managed Medicaid, and managed Medicare products in which Tandigm's physicians/physician groups participate
- 14 – Partnerships or JVs that Tandigm has with hospitals or health systems

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- 15 – Incentives or disincentives provided to Tandigm's physicians/physician groups
- 16 – Incentives or disincentives provided to hospitals or health systems
- 18 – Preferred providers to which Tandigm's physicians/physician groups refer patients
- 19 – Any of Tandigm's physicians/physician groups that are designated as preferred providers by others

Of course, to the extent that any documents responsive to these specific requests happen to be captured by the search strings above, we would expect them to be produced. Please let us know if you have any comments regarding the proposed search strings and this approach to document collection more generally.

Finally, during our call yesterday, you referenced the possibility that, for many of Jefferson's documents requests, Tandigm may not have any responsive documents. Whether or not that turns out to be the case, we expect Tandigm to conduct a reasonable search for responsive information, and we believe that reaching an agreement on search terms and custodians will facilitate that collection process.

\* \* \* \* \*

Thank you again for your cooperation, and please let us know if you have any questions regarding the items addressed above. Given the limited time for fact discovery, we would like to move forward quickly with the collection and production of responsive documents. I look forward to hearing back from you soon.

Very truly yours,

*/s/ Paul H. Saint-Antoine*

Paul H. Saint-Antoine

cc: John L. Roach, Esq.  
Alison M. Agnew, Esq.